

P9300004038

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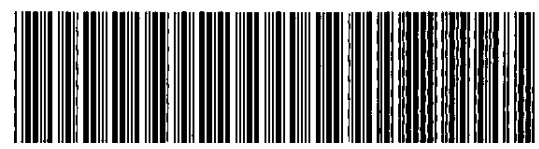
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TALLAHASSEE, FLORIDA

Restated
Articles
5/28/11

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Northrop and Johnson Holding Company, Inc.

DOCUMENT NUMBER: P93000004038

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Farris J. Martin, III, Esq.

Name of Contact Person

Stroup & Martin, P.A.

Firm/ Company

119 Southeast 12 Street

Address

Fort Lauderdale, Florida 33316

City/ State and Zip Code

Kevin.Merrigan@NorthropandJohnson.com;
Bruce.Leffers@NorthropandJohnson.com; fmartine@stroupaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Farris J. Martin, III, Esq.

Name of Contact Person

at (954)

462-8808

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RESTATED ARTICLES OF INCORPORATION

OF

P93000004038

NORTHROP AND JOHNSON HOLDING COMPANY, INC.

Northrop and Johnson Holding Company, Inc., in accordance with Florida Statutes Sections 607.1001, 607.1003 and 607.1007 of the Florida Business Corporation Act, and pursuant to a majority vote of its shareholders, amends its original Articles of Incorporation and adopts the following Restated Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

Northrop and Johnson Holding Company, Inc.

ARTICLE II. ADDRESS

The mailing address of the corporation is:

17 Rose Drive
Fort Lauderdale, FL. 33316

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation commenced on January 19, 1993, which is the date of filing the original Articles of Incorporation.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The street address of the registered office of the corporation is 17 Rose Drive, Fort Lauderdale, Florida 33316, and the name of the corporation's registered agent at that address is Bruce Leffers.

ARTICLE VII. BOARD OF DIRECTORS

The corporation currently has four (4) directors. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one (1). The names and street addresses of the current directors are:

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<u>Name</u>	<u>Address</u>
Kevin E. Merrigan	17 Rose Drive Fort Lauderdale, FL. 33316
Bruce Leffers	17 Rose Drive Fort Lauderdale, FL. 33316
Henry Halsted	17 Rose Drive Fort Lauderdale, FL. 33316
Steve Doyle	17 Rose Drive Fort Lauderdale, FL. 33316

ARTICLE VIII. INCORPORATOR

The name and street address of the original incorporator is:

<u>Name</u>	<u>Address</u>
Jorge E. Gracia	c/o Holland & Knight 1200 Brickell, Avenue Miami, FL 33131

The incorporator of the corporation assigned to the corporation his rights under Florida Statute Section 607.0201 to constitute a corporation, and he assigned to those persons designated by the board of directors any rights he had as incorporator to acquire any of the capital stock of this corporation. The aforementioned assignment was made on January 19, 1993, which is the same day that the corporation was created.

ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Restated Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

Handwritten signatures and initials, including what appears to be 'JDH' and 'KAM', are present in the bottom right corner of the document.

ARTICLE XI. SHAREHOLDERS' QUORUM AND VOTING

The presence of the owners of a majority of the shares entitled to vote on any matter submitted to the shareholders for approval, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is established, the affirmative vote of a majority of the shares entitled to vote on the matter is the act of the shareholders unless otherwise provided by law.

ARTICLE XII. DIRECTORS' QUORUM AND VOTING

The presence of a majority of directors shall constitute a quorum for the transaction of business at any meeting of directors. After a quorum is established, the affirmative vote of a majority of the directors present shall constitute the act of the directors.

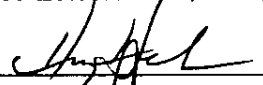
ARTICLE XIII. SHAREHOLDERS' AGREEMENT

The shareholders of the corporation executed a Shareholders' Agreement dated July 18, 2011, which contains many important terms and conditions. For instance, the Shareholders' Agreement contains terms and conditions about: (a) the rights and obligations of the shareholders; (b) restrictions on a shareholder's right to sell, assign, transfer, encumber or hypothecate their shares in the corporation; (c) the corporation and other shareholders' rights of first refusal regarding a shareholder's sale of shares; (d) the suspension of a shareholder's voting rights under various circumstances described within the Shareholders' Agreement; (e) the procedure for repurchasing shares upon the death of a shareholder; (f) the corporation's right to repurchase a shareholder's shares in the corporation at a par value of \$1.00 per share when a shareholder is in default or breach of the Shareholders' Agreement or the Service Mark License Agreement; and (g) the corporation's right to recover damages from shareholders who breach the terms of the Shareholders' Agreement or the Service Mark License Agreement.

The undersigned directors have executed these Restate Articles of Incorporation this 18 day of July, 2011.


Kevin Merrigan


Bruce Leffers


Henry Halsted


Steve Doyle

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
D, S/T	Kevin E. Merrigan	17 Rose Drive Fort Lauderdale, FL 33316	<input type="checkbox"/> Add <input type="checkbox"/> Remove
D, P	Bruce Leffers	17 Rose Drive Fort Lauderdale, FL 33316	<input type="checkbox"/> Add <input type="checkbox"/> Remove
D, VP	Henry Halsted	17 Rose Drive Fort Lauderdale, FL 33316	<input type="checkbox"/> Add <input type="checkbox"/> Remove

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

See attached Restated Articles of Incorporation. In particular, Articles XI and XII were amended so that a majority vote of the Shareholders or Directors can approve resolutions and other company business. Article XIII was added to provide public notification that the company's shares are restricted by the Shareholders' Agreement dated July 18, 2011.

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:

(if not applicable, indicate N/A)

While the class of common stock in the company is not being changed, the Shareholders are returning their original stock certificates so replacement certificates can be issued with new notices concerning the new Shareholders' Agreement dated July 18, 2011.

The date of each amendment(s) adoption: July 18, 2011
(date of adoption is required)
Effective date if applicable: July 18, 2011
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval

by _____."
(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated July 25, 2011

Signature _____

(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Kevin E. Merrigan

(Typed or printed name of person signing)

Director and Secretary

(Title of person signing)